

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

ARNOLD WANDEL, et al., ) CASE NO.: C 08-03543 (JSW)

Plaintiff, )

v. )

HERBERT W. BOYER, Ph.D., et al., )

Defendants. )

JOHN P. McCARTHY PROFIT SHARING )  
PLAN, et al., )

CASE NO.: CV 08-3720 (JSW)

Plaintiff, )

v. )

GENENTECH, INC., et al. )

Defendants. )

CASE NO.: CV 08-3753 (JSW)

ERNEST GOTTDIENER, et al. )

Plaintiff, )

v. )

ARTHUR D. LEVINSON, Ph.D, et al. )

Defendants. )

**[PROPOSED] ORDER GRANTING  
STAY OF ACTIONS PENDING FINAL  
APPROVAL OF SETTLEMENT IN  
DELAWARE**

DATE: May 15, 2009  
TIME: 9:00 a.m.  
CRTRM: 11, 19th Floor  
JUDGE: Hon. Jeffrey S. White

**[PROPOSED] ORDER GRANTING JOINT MOTION TO STAY ACTIONS – Case No. C 08-03543 JSW**

## stipulation

The joint ~~motion~~ of the parties for an order to stay the related *Wandel*, *McCarthy* and *Gottdiener* actions (the “California Federal Actions”) pending approval of the settlement submitted for final approval to the Court of Chancery of the State of Delaware (the “Delaware Court of Chancery”) in the consolidated action captioned *In re Genentech, Inc., Shareholders Litigation*, Case No. 3911-VCS (the “Delaware Action”) ~~came on for hearing on or about~~ \_\_\_\_\_ . The Court has considered the submissions and argument of counsel, and all other papers filed in this action. The matter having been submitted and good cause appearing therefore:

The Court finds as follows:

1. The parties in the California Federal Actions through their counsel of record have reached an agreement along with the parties in the Delaware Action, to settle their claims, which agreement is subject to final approval by the Court of Chancery.

2. On March 31, 2009, the Delaware Court of Chancery entered an order, which, among other things, (1) preliminarily certified the class for settlement purposes only; (2) stayed the litigations pending final approval of the settlement; and (3) scheduled a final settlement hearing (the “Settlement Hearing”) to be held on July 9, 2009, at 10:00 a.m. EST. The Order also set forth the procedures by which class members shall receive notice of the proposed settlement and final settlement hearing, which notice shall be mailed at least forty-five (45) days prior to the Settlement Hearing, and the procedures by which class members may present objections, if any, to the settlement.

3. At the final settlement hearing, the Court of Chancery will, among other things, (1) determine whether the temporary certification should be made final; (2) determine whether to finally approve the settlement as fair, reasonable, adequate, and in the best interests of the class; and (3) hear any objections to the settlement or the application of co-lead counsel for an award of attorneys' fees and expenses.

4. If the settlement is given final approval by Delaware Court of Chancery, the settlement will also resolve the claims of the parties to the California Federal Actions.

Good cause appearing therefore, IT IS HEREBY ORDERED that:

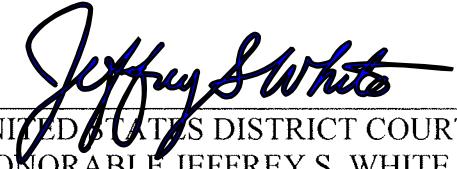
1. A stay of proceedings is issued in the California Federal Actions pending final approval of the proposed settlement in the Delaware Action.

1       2. If, following the Settlement Hearing, the settlement in the Delaware Action is not  
2 approved, the stay will be lifted as to the California Federal Actions.

3       3. If, following the Settlement Hearing, the settlement in the Delaware Action is  
4 approved, then the parties shall seek voluntary dismissal with prejudice of the California Federal  
5 Actions.

6           IT IS SO ORDERED.

7           DATED: April 6, 2009

  
UNITED STATES DISTRICT COURT  
HONORABLE JEFFREY S. WHITE

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